

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On January 30, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Appellees' Designation of Additional Items to be Included in Record and Counterstatement of Issue on Appeal (Docket No. 1929) [a copy of which is attached hereto as Exhibit D]
- 2) Motion for Order Under 11 U.S.C. §§ 105(a) and 363(b) Authorizing Debtors to Pay Certain Financial Advisor Fees and Expenses Incurred by The United Automobile, Aerospace and Agricultural Implement Workers of America and The International Union of Electric, Electrical, Salaried, Machine and Furniture Workers-Communications Workers of America (Docket No. 1930) [a copy of which is attached hereto as Exhibit E]
- 3) Exhibits To Motion For Order Under 11 U.S.C. Sections 105(a) And 363(b) Authorizing Debtors To Pay Certain Financial Advisor Fees And Expenses Incurred By The United Automobile, Aerospace And Agricultural Implement Workers Of America And The International Union Of Electric, Electrical, Salaried, Machine And Furniture Workers-Communications Workers Of America (Docket No. 1931) [a copy of which is attached hereto as Exhibit F]

On January 30, 2006, I caused to be served the document listed below (i) upon the parties listed on Exhibit G hereto via electronic notification:

- 4) Appellees' Designation of Additional Items to be Included in Record and Counterstatement of Issue on Appeal (Docket No. 1929) [a copy of which is attached hereto as Exhibit D]

On January 30, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit H hereto via overnight delivery:

- 5) Motion for Order Under 11 U.S.C. §§ 105(a) and 363(b) Authorizing Debtors to Pay Certain Financial Advisor Fees and Expenses Incurred by The United Automobile, Aerospace and Agricultural Implement Workers of America and The International Union of Electric, Electrical, Salaried, Machine and Furniture Workers-Communications Workers of America (Docket No. 1930) [a copy of which is attached hereto as Exhibit E]
- 6) Exhibits To Motion For Order Under 11 U.S.C. Sections 105(a) And 363(b) Authorizing Debtors To Pay Certain Financial Advisor Fees And Expenses Incurred By The United Automobile, Aerospace And Agricultural Implement Workers Of America And The International Union Of Electric, Electrical, Salaried, Machine And Furniture Workers-Communications Workers Of America (Docket No. 1931) [a copy of which is attached hereto as Exhibit F]

Dated: January 31, 2006

/s/ Evan Gershbein  
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 31st day of January, 2006, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature : Sarah Elizabeth Frankel

Commission Expires: 12/23/08

# **EXHIBIT A**

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United States Trustee	Deirdre A. Martini	33 Whitehall Street	Suite 2100	New York	NY	10004	212-510-0500	212-668-2256	<a href="mailto:deirdre.martini@usdoj.gov">deirdre.martini@usdoj.gov</a>	United States Trustee
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## **EXHIBIT B**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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APPELLEES' DESIGNATION OF ADDITIONAL ITEMS TO BE INCLUDED IN RECORD  
AND COUNTERSTATEMENT OF ISSUES ON APPEAL

Pursuant to Fed. R. Bankr. P. 8006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors in possession in the above-captioned cases and the appellees in this appeal (collectively, the "Debtors" or the "Appellees"), hereby submit this designation of additional items to be included in the record on appeal (the "Designation of Record") and counter-statement of issues on appeal in connection with the Notice of Appeal filed by the Teachers' Retirement System of Oklahoma, the Public Employees' Retirement System of

Mississippi, Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP

(“Appellants”) in the above-captioned cases on January 20, 2006, and the Appellants’

Designation of Record and Statement of Issues on Appeal filed by Appellants on January 20, 2006.

**I. Designation of Record**

The following items are to be included in the record on appeal:

<b>Designation Number</b>	<b>Date</b>	<b>Docket Number</b>	<b>Description</b>
D-1	10/8/2005	13	Motion For Order Under §§ 105 And 363 Authorizing The Debtors To Implement A Key Employee Compensation Program, attaching exhibit 1
D-2	10/14/2005	213	Motion For Order Under §§ 105 And 363 Authorizing The Debtors To Implement A Key Employee Compensation Program, attaching exhibit 1
D-3	11/15/2005	1063	Lead Plaintiffs’ Motion for a Limited Modification of the Automatic Stay, attaching exhibits A through C
D-4	11/23/2005	1161	Objection to Motion of Debtors’ for Order Under Sections 105 and 363 Authorizing Debtors to Implement a Key Employee Compensation Program
D-5	11/23/2005	1209	Letter Regarding Electronic Filing of Objection to Motion of Debtors’ for Order Under Sections 105 and 363 Authorizing Debtors to Implement a Key Employee Compensation Program
D-6	12/20/2005	1574	Lead Plaintiffs’ Verified Statement Pursuant to Bankruptcy Rule 2019(a) attaching exhibits A through B
D-7	12/22/2005	1599	First Amended and Restated Verified Statement Pursuant to Bankruptcy Rule 2019(a)
D-8	12/29/2005	1667	Debtors’ Objection to Lead Plaintiffs’ Motion for Limited Modification of Automatic Stay, attaching exhibits A through B
D-9	12/30/2005	1691	Debtors’ Objections to Lead Plaintiffs’ Motion to Compel Discovery Related to Debtors’ Motion for an Order Under §§ 105 and 363 Authorizing Debtors to Implement a Key Employee Compensation Program

D-10	1/04/2006	1735	Notice of Presentment of Stipulation and Agreed Protective Order Governing Production and Use of Confidential and Highly Confidential Information in Connection with the Debtors' Application for Order Under 11 U.S.C. §§ 327(a), 328(a), and 1107(b) Authorizing Employment and Retention of Deloitte and Touche LLP as Independent Auditors and Accountants to Debtors, Effective <i>Nunc Pro Tunc</i> to October 8, 2005 and Objections Filed Thereto, attaching exhibit A
D-11	1/11/2006	1799	Motion Under Fed. R. Bankr. P. 9016 and Fed. R. Civ. P. 45 to Quash Subpoenas Served by Lead Plaintiffs on John Sheehan, Laura Marion, Dan Renick, and John Rotko, attaching Affidavit of Thomas J. Matz in Support of Motion
D-12	1/12/2006	1804	Supplemental Declaration of John P. Coffey in Support of Lead Plaintiffs' Motion to Compel Discovery Related to Debtors' Motion for Order Under §§ 105 and 363 Authorizing Debtors to Implement a Key Employee Compensation Program, attaching exhibits A through C
D-13	1/12/2006	1806	Debtors' Report on the Meet and Confer with Regard to Lead Plaintiff's Motion to Compel Discovery in Respect to the Debtors' Motion to Implement a Key Employee Compensation Program, attaching exhibits A through B
D-14	1/18/2006	1831	Order Regarding the Debtors' Motion Under Fed. R. Bankr. P. 9016 and Fed. R. Civ. P. 45 to Quash Subpoenas Served by Lead Plaintiffs on John Sheehan, Laura Marion, Dan Renick, and John Rotko, signed on 1/17/2006

## II. Counterstatement of Issues on Appeal

Whether the Bankruptcy Court correctly overruled the Appellants' Objection and approved the Debtors' application to retain Deloitte & Touche LLP ("Deloitte") to complete the Debtors' 2005 audit (the "Application") where:

1. The Bankruptcy Court permitted discovery on matters relevant to the Application but denied Appellants' motion to compel discovery on matters outside the scope of permissible discovery; and

2. The Bankruptcy Court determined, after consideration of all relevant evidence, that Deloitte is not subject to a disabling conflict, is a disinterested person and is competent to perform the Debtors' 2005 audit, and therefore Debtors had met the requirements of 11 U.S.C. § 327(a).

Dated: New York, New York  
January 30, 2006

SHEARMAN & STERLING LLP

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## **EXHIBIT E**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
-----	x	

MOTION FOR ORDER UNDER 11 U.S.C §§ 105(a) AND 363(b) AUTHORIZING  
DEBTORS TO PAY CERTAIN FINANCIAL ADVISOR FEES AND  
EXPENSES INCURRED BY THE UNITED AUTOMOBILE, AEROSPACE AND  
AGRICULTURAL IMPLEMENT WORKERS OF AMERICA AND THE INTERNATIONAL  
UNION OF ELECTRONIC, ELECTRICAL, SALARIED, MACHINE AND  
FURNITURE WORKERS-COMMUNICATIONS WORKERS OF AMERICA

("UAW AND IUE-CWA FINANCIAL ADVISOR PAYMENT MOTION")

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases, hereby submit this motion (the "Motion") for an order under 11 U.S.C. §§ 105(a) and 363(b) authorizing the Debtors (as defined below) to pay certain financial advisor fees and expenses incurred by the United Automobile, Aerospace And Agricultural Implement Workers Of America ("UAW") in connection with the UAW's retention of Lazard Frères & Co. LLC ("Lazard") and Milliman, Inc. ("Milliman"), and incurred by the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers-Communications Workers of America (the "IUE-CWA") in connection with the IUE-CWA's retention of Chanin Capital Partners L.L.C. ("Chanin"). The UAW and IUE-CWA are referred to herein collectively as the "Unions," and Lazard, Milliman, and Chanin are referred to herein collectively as the "Financial Advisors." In support of this Motion, the Debtors respectfully represent as follows:

#### Background

##### A. The Chapter 11 Filings

1. On October 8, 2005 (the "Initial Filing Date"), Delphi and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") also sought reorganization relief. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors' chapter 11 cases (Docket Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors (the "Creditors' Committee"). No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 105(a) and 363(b) of the Bankruptcy Code.

B. Current Business Operations Of The Debtors

5. Delphi Corporation, together with its subsidiaries and affiliates (collectively, "Delphi" or the "Company") is a leading global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer, with 2004 sales to its former parent, General Motors Corporation ("General Motors" or "GM"), equaling approximately \$15.4 billion, and sales exceeding \$850 million to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group.

6. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi in accordance with the terms of a Master Separation Agreement between Delphi and GM (the "Separation"). In connection with the Separation, Delphi accelerated its evolution from a North American-based, captive automotive

supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, more than half of Delphi's current revenue is generated from non-GM sources.

C. Delphi's Employees And Collective Bargaining Agreements

7. As of the Initial Filing Date, Delphi employed more than 180,000 employees worldwide. Approximately 50,600 of these employees work in the United States at 44 manufacturing sites, 13 technical centers, and Delphi's Troy, Michigan worldwide headquarters. Approximately 34,750 of the U.S. employees as of the Initial Filing Date were hourly employees, and the other 15,850 were salaried and management employees, almost half of whom were engineers engaged in designing and manufacturing Delphi products.

8. Approximately 95% of the Debtors' hourly employees who work at different facilities on different product lines in the United States are represented by two principal unions – the UAW, which represents approximately 70% of Delphi's hourly workforce, and the IUE-CWA, which represents approximately 25% of the hourly workforce. Delphi has collective bargaining agreements with each of the Unions as well as local agreements at each Delphi facility covering primarily local issues with affiliated local unions. Delphi also has collective bargaining agreements covering smaller groups of U.S. hourly employees with four other unions – the United Steelworkers of America, Local 87 (the "USWA"), the International Association of Machinists and Aerospace Workers (the "IAM"), the International Brotherhood of Electrical Workers (the "IBEW"), and the International Union of Operating Engineers (the "IUOE").

9. In conjunction with the Separation, Delphi assumed the terms of existing GM collective bargaining agreements applicable to Delphi operations and committed to "mirror," or duplicate, the 2003 GM-UAW agreement resulting from the next round of industry bargaining by GM, Ford, and Chrysler (collectively, the "Big Three"). At the time of the Separation, the

general economic conditions and outlook for the U.S. auto industry were very different from those of today and certain assumptions were made about the ability of Delphi to gradually reduce its labor and legacy costs to more competitive rates typical of peer auto-parts manufacturers and suppliers. In particular, it was assumed that the Company would continue to receive significant amounts of business from GM while developing other supply relationships and business opportunities. Furthermore, it was assumed that the Company would be able to negotiate lower rates with its U.S. unions for newly-hired employees who would in time replace the higher-wage portions of the Company's workforce as they retired or returned to work for GM pursuant to "flow-back" agreements entered into at the time of the Separation.<sup>1</sup> For a number of reasons, including a precipitous decline in the North American market share of GM, which in turn limited the number of high-wage employees who could flow-back to GM, these reductions never materialized. Consequently, Delphi's labor costs under its current labor agreements remain largely based upon the pattern set by the Big Three.

D. Events Leading To Chapter 11 Filing

10. In the first two years following the Separation, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition deteriorated further in the first six months of 2005, with net operating losses of \$608 million for the first six months of calendar year 2005 on six-

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<sup>1</sup> During the 1999 negotiations of the Separation, GM, Delphi, and the UAW entered into a tripartite "Flow-back Agreement." Under this agreement, GM agreed to permit UAW-represented Delphi employees with prior GM seniority to return to GM positions as openings became available.

month net sales of \$13.9 billion -- approximately \$1 billion less than the same time period a year earlier.<sup>2</sup>

11. The Debtors believe that the Company's financial performance has deteriorated because of: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements that originated in the Separation, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations and requiring Delphi to maintain wage, benefit, and staffing levels higher than those provided or maintained by Delphi's competitors, all of which have the effect of creating uncompetitive fixed labor costs, (b) an extremely competitive U.S. vehicle production environment for domestic auto manufacturers that resulted in a reduction in the number of motor vehicles that GM produces annually in the United States and caused related pricing pressures, and (c) increasing commodity prices with respect to, among others, oil, steel, and other raw materials necessary for Delphi's manufacturing processes.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, operational issues, product portfolio, and forward-looking revenue requirements. Because discussions with its unions and GM were not progressing sufficiently, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive

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<sup>2</sup> Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing base to preserve the Company's core businesses. This will require extensive negotiations with the Unions and other key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down during these cases.

14. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers and continue the strategic growth of its operations in order to maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Motion, the Debtors seek entry of an order under sections 105(a) and 363(b) of the Bankruptcy Code authorizing the Debtors to pay: (a) \$175,000 per month to Lazard for financial advisory services rendered to the UAW, plus an additional amount for expenses incurred in connection therewith, (b) \$175,000 per month to Chanin for financial advisory services rendered to the IUE-CWA, plus an additional amount for expenses incurred in connection therewith, and (c) up to \$100,000 per month to Milliman for actuarial services rendered to the UAW, plus an additional amount for expenses incurred in connection therewith (the foregoing payments to all of the Financial Advisors are referred to herein collectively as the "Advisor Fees"). The Unions have specifically requested that the Debtors pay the Advisor Fees



in order to further the full participation of the Unions in important and necessary discussions regarding these chapter 11 cases, as described below.

16. Among other things, Lazard and Chanin will independently review and analyze the business, operations, financial condition, and prospects of the Company and projections related thereto; advise and attend meetings of the UAW and the IUE-CWA and their respective officers and advisors, as well as meetings with the Unions and the Company; and review and provide analysis to the Unions of the financial aspects of any proposed modifications to the Debtors' existing obligations under their respective collective bargaining agreements with the Unions. The UAW has further requested the financial services of Milliman to assist the UAW with a full range of actuarial services related to the Delphi employee benefit programs, including the defined benefit pension plan, covering UAW-represented Delphi employees. Milliman's services will include, among other things, an analysis of the current plans; performing expense and liability analyses regarding the plans; actuarial and financial evaluation of proposals and scenarios regarding the plans; and consultation regarding pension and other benefits matters in connection with the restructuring and its overall effect on UAW-represented Delphi employees.

17. As a condition to bringing this Motion, the Unions and the Debtors have agreed that the Debtors will not be obligated to pay the Advisor Fees unless any order granting this Motion provides that: (a) the Advisor Fees paid by the Debtors will be applied against, and be considered part of, any distribution in respect of any resolution of any claims the Unions may have (without diminishing any claims employees may have) against the Debtors in these chapter 11 cases, whether by settlement agreement or judgment of this Court, (b) the Debtors will maintain a unilateral right to terminate the commitment to pay the Advisor Fees at any time upon

30 days' notice to the Unions, (c) the Debtors will not be party to any engagement agreement between the Unions and their Financial Advisors and will not assume or be subject to any obligations or liabilities arising as a result of such engagement except with respect to the payment of fees and expenses as set forth in this Motion, (d) subject to the monthly caps and terms provided herein, each Financial Advisor may seek, in its first request for compensation and reimbursement of expenses pursuant to the order granting this Motion, compensation for work performed and reimbursement for expenses incurred during the period beginning on the date of the Financial Advisor's retention (which, in the case of Lazard, is November 1, 2005; in the case of Chanin, is November 21, 2005; and, in the case of Milliman, is November 22, 2005) and ending on the date of the request, (e) prior to the payment of any Advisor Fees, each Financial Advisor will be required to submit to the Debtors and the Creditors' Committee statements specifying the services performed and the disbursement and expenses incurred and will provide such supporting documentation for each statement as the Debtors or the Creditors' Committee shall reasonably require, and (f) in the event that either the Debtors or the Creditors' Committee have an objection to any of the compensation or reimbursement sought in a particular statement, the Debtors shall withhold payment of that portion of the fee statement to which the objection is directed until such time as the objection is resolved or so ordered by the Court. In addition, prior to the entry of any order granting this Motion, the Creditors' Committee and the Unions must agree upon circumstances under which the Creditors' Committee may terminate the commitment to pay the Advisor Fees.

#### Basis For Relief

18. Delphi and the unions representing its U.S. hourly employees have adhered to a practice of "pattern bargaining" that began at GM several decades ago. Under this

practice, Delphi negotiates first with the UAW. Once Delphi and the UAW reach a national agreement, the IUE-CWA and the USWA, followed by the IAM, the IBEW, and the IUOE, historically have adopted the basic terms negotiated by the UAW, with variations based on each respective union's specific circumstances, such as the particular Delphi product lines and facility locations of the union's respective membership. At the same time, the Company also negotiates any "local issues" with the designated local unions.

19. The Delphi-UAW national labor agreement and the Delphi-IUE-CWA national labor agreement adopted at the time of the Separation were renegotiated in 2003 and extended for a four-year term through 2007. As noted above, these labor agreements are applicable to approximately 95% of Delphi's U.S. hourly work force. In April 2004, the Company finalized a seven-year supplement to the UAW national labor agreement (the "UAW-Supplement"). The UAW-Supplement sets new wage and benefit levels for future hires. In light of the current automotive production environment in the United States, specifically at GM's North American production facilities, the Company does not currently anticipate hiring any meaningful number of U.S. hourly employees under the terms of the UAW-Supplement for the foreseeable future.

20. At this time, the Company generally continues to operate under its current labor agreements inherited from the Big Three following the Separation. To survive, Delphi believes it must substantially modify the restrictive terms and costs imposed by these agreements. Accordingly, in October and November 2005, Delphi provided the Unions with comprehensive proposals of significant modifications to existing labor agreements which the Debtors had determined to be necessary to allow them to achieve their restructuring plans.

Complex and detailed supporting information has been provided to the Unions relating to these proposals, including competitor analyses and financial models.

21. Following the making of these proposals, GM became involved in the negotiations between the UAW and Delphi, leading Delphi in December to withdraw its November proposals, which had been based solely on Delphi's financial constraints. To facilitate these discussions, Delphi also elected to postpone the filing with the Court of motions under sections 1113 and 1114 of the Bankruptcy Code until at least February 17, 2006. In the event that GM's participation in these negotiations does not lead to a satisfactory resolution, Delphi has reserved the right to return to its earlier proposals.

22. In furtherance of these on-going discussions, and in the face of the substantial complexities involved, the need for expedition, and the enormous scope of activities that have been and must continue to be pursued and negotiated in the coming weeks, the Unions have requested that Delphi pay for the Financial Advisors to assist the Unions in the myriad of issues expected to arise in connection with the due diligence analysis and restructuring discussions with the Debtors and GM.

23. The Unions have indicated to the Debtors that the Financial Advisors will provide services tailored to the particular needs and concerns of each of the Unions in these negotiations. The UAW and the IUE-CWA represent some 95% of the Debtors' U.S. hourly employees working at different facilities on different product lines, which in turn are in varying economic straits which may be affected in different ways by the restructuring - issues that are different from other stakeholders in these chapter 11 cases. As a result, the labor negotiations will raise unique issues and potentially conflicting priorities for each of the Unions and their memberships. Accordingly, the Unions have requested the independent assistance of Lazard,

Chanin, and Milliman in reviewing, analyzing, and advising them with respect to the financial data supplied to them and the specific proposals affecting their respective memberships.

24. In light of the foregoing considerations, particularly the importance of the full participation of the Unions in these negotiations and the belief that the Financial Advisors' assistance to the Unions would be in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest, Delphi has agreed to seek authority to pay the Advisor Fees consistent with the terms of this Motion.

Applicable Authority

25. Section 105(a) of the Bankruptcy Code provides, in relevant part, that "the court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). In turn, section 363(b)(1) of the Bankruptcy Code provides, in relevant part, that a debtor in possession, "after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate." 11 U.S.C. § 363(b)(1). To approve a request for the use of property of the estate outside the ordinary course of business, a court must find that the proposed course of action is supported by sound business reasons. See Committee of Equity Security Holders v. Lionel Corp. (In re Lionel Corp.), 722 F.2d 1063, 1071 (2d Cir. 1983); In re Ionosphere Clubs, Inc., 100 B.R. 670, 675 (Bankr. S.D.N.Y. 1989); Bartel v. Bar Harbor Airways, Inc., 196 B.R. 268, 273 (S.D.N.Y. 1996); In re General Bearing Corp., 136 B.R. 361, 366 (Bankr. S.D.N.Y. 1992); In re Au Natural Restaurant, Inc., 63 B.R. 575, 580 (Bankr. S.D.N.Y. 1986).

26. Strong business justification exists for the relief requested herein. The Debtors believe that their employment-related costs and restrictive labor agreements are a key cause of their inability to maintain competitive or sustainable operations in the United States.

Based on the extent of the liabilities to employees through collective bargaining agreements, the Debtors must obtain significant participation from the Unions in their restructuring efforts in order to achieve economic viability and successfully emerge from chapter 11 protection.

27. As noted above, the Debtors have provided and will continue to provide the Unions with detailed information about their labor proposals and financial condition. In light of the extensive nature of the due diligence the Unions have undertaken and will have to continue to undertake, the Debtors believe it is in the best interest of all parties to reimburse the Unions' Advisor Fees in connection with these chapter 11 cases. The Debtors hope that the relief sought herein will foster good faith negotiations that will allow the Debtors to achieve a successful financial and operational restructuring and provide meaningful employment opportunities for the Debtors' employees. Moreover, the Unions and the Debtors have agreed that as a pre-condition to the payment of the Advisor Fees, any amounts paid in Advisor Fees will be applied against and considered part of any distribution in respect of any resolution of any claims the Unions may have (without diminishing any claims employees may have) against the Debtors in these chapter 11 cases.

28. Payment of financial advisors' fees in circumstances such as these has been approved and authorized in other chapter 11 cases. See In re Bethlehem Steel Corp., Case No. 01-15288 through 01-15302 and 01-15308 through 01-15315 (Bankr. S.D.N.Y. Jan. 7, 2002), aff'd, 2003 WL 21738964 (S.D.N.Y. July 28, 2003) (affirming bankruptcy court decision authorizing debtors to reimburse union's expenses and fees for financial due diligence analysis related to chapter 11 negotiations); In re Republic Technologies Int'l, LLC, Case No. 01-51117 through 01-51120 (Bankr. N.D. Ohio Dec. 4, 2001) (authorizing debtors to pay union's professional fees and expenses incurred in union's chapter 11 negotiations with debtors); In re

Pittsburgh-Canfield Corp., Case No. 00-43394 through 00-43402 (Bankr. N.D. Ohio Oct. 22, 2001) (same); In re LTV Steel Co., Inc., Case No. 00-43866 (Bankr. N.D. Ohio Mar. 21, 2001) (same); see also In re Trans World Airlines, Inc., 1993 WL 559245 (D. Del. June 22, 1993) (affirming bankruptcy court decision authorizing employer reimbursement of \$1 million of union's advisors fees pursuant to agreement with unions providing for wage concessions and waiver of certain legal claims against employer in exchange for compromises and agreements from employer, including agreement to pay reasonable fees and expenses incurred by union in connection with agreement).<sup>3</sup>

29. In the interest of the Court's consideration of potential issues raised by this Motion, the Debtors note that Section 302(a) of the Labor Management Relations Act (LMRA), 29 U.S.C. § 186 ("Section 302"), limits the circumstances in which an employer and union may exchange money or other things of value. An employer subject to the LMRA is generally prohibited under Section 302(a) from making payments or providing things of value to a union or its officials unless such payments fall within one of the nine statutory exceptions under Section 302(c) of the LMRA, which includes, among other things, payments in settlement of disputes. Section 302(b) prohibits a union or its officials from requesting, demanding, receiving, or accepting (or agreeing to receive or accept) any payment, loan, or delivery of any money or other thing of value prohibited by Section 302(a). Any person who "willfully" violates Section 302 by paying or receiving an amount or thing of value in excess of \$1,000 is guilty of a felony that subjects the violator to a fine of up to \$15,000 and 5 years in prison. See 29 U.S.C. § 186(d)(2); see also U.S. v. Georgopoulos, 149 F.3d 169, 171 (2d Cir. 1998) (noting that Second Circuit Court of Appeals "along with the majority of other Circuits to have considered the issue,

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<sup>3</sup> Copies of the unreported bankruptcy court opinions are attached hereto as Exhibit A.

have consistently held that, in the context of Section [302], 'willfully' requires only a finding of general intent").

30. The Second Circuit has noted that the "fundamental purpose" of Section 302 "is to prevent employers from paying union officials bribes," and that the legislative history of Section 302 indicates that in enacting Section 302, Congress' "'sole purpose' was to insure the integrity of union welfare funds as trust funds for the benefit of employees, and to ensure that payments by employers to the unions would not 'denigrate into bribes.'" See BASF Wyandotte Corp. v. Local 227, International Chemical Workers Union, 791 F.2d 1046, 1050 (2d Cir. 1986) (citing 93 Cong. Rec. 4804 (sic (4678)) (1947); see also NLRB v. Wyandotte Corp., 798 F.2d 849, 855 (5th Cir. 1986) (noting that "[s]ubsequent amendments to [Section] 302 have reaffirmed the purpose of [Section] 302 as the limited one of 'prevent[ing] bribery, extortion, shakedowns and other corrupt practices'" (citing H.R. Rep. No 286, 91st Cong., 1st Sess. 1-2, reprinted in 1969 U.S.C.C.A.N. at 1159-60).

31. The Debtors believe that the limitations of Section 302 should not preclude the Court from granting this Motion because the Advisor Fees are not being paid for the direct benefit of the Union or for some unlawful purpose, but, as explained above, for the substantial benefit of the Debtors, their estates, their creditors, and other parties-in-interest. In any event, the Debtors note that to the extent the payment of the Advisor Fees even arguably implicates the prohibitions of Section 302, the granting of this Motion on the terms proposed should fall within the exception provided under Section 302(c)(2) of the LMRA. Specifically, Section 302(c)(2) specifies that the "payment or delivery of any money or other things of value" is permitted "in compromise, adjustment, settlement, or release of any claim, complaint, grievance, or dispute in the absence of fraud or duress." 29 U.S.C. § 186(c)(2). As noted above,



the Union and the Debtors have agreed that, as a condition to the filing of this Motion, the Debtors would not be obligated to pay any Advisor Fees of the Union unless any order granting this Motion provides that any Advisor Fees paid by the Debtors will be applied against and considered part of any distribution in respect of any resolution of any claims the Union may have (without diminishing any claims employees may have) against the Debtors in these chapter 11 cases, whether by settlement agreement or judgment of this Court.

32. For the forgoing reasons, the Debtors submit that the Motion is consistent with applicable law and the exercise of sound business judgment and in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest.

#### Notice

33. Notice of this Motion has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

#### Memorandum Of Law

34. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (a) authorizing the Debtors to pay the Advisor Fees consistent with the terms of this Motion, (b) providing that any Advisor Fees paid by the Debtors will be applied against and considered part of any distribution in respect of any resolution of any claims the Unions may have in these chapter 11 cases, whether by settlement agreement or judgment of this Court, and (c) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
January 30, 2006

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

The undersigned, on behalf of the Unions, joins in the relief sought in the Motion.

Dated: New York, New York  
January 30, 2006

COHEN, WEISS AND SIMON LLP

By: /s/ Babette Ceccotti  
Babette Ceccotti (BC 2690)  
330 West 42nd Street  
New York, New York 10036  
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Attorneys for the United Automobile,  
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KENNEDY, JENNICK & MURRAY, P.C.

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Attorneys for the International Union of  
Electronic, Electrical, Salaried, Machine  
and Furniture Workers-Communications  
Workers of America

Hearing Date and Time: February 9, 10:00 a.m.  
Objection Deadline: February 6, 4:00 p.m.

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Debtors and Debtors-in-Possession

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Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF MOTION UNDER 11 U.S.C §§ 105(a) AND 363(b) AUTHORIZING  
DEBTORS TO PAY CERTAIN FINANCIAL ADVISOR FEES AND  
EXPENSES INCURRED BY THE UNITED AUTOMOBILE, AEROSPACE AND  
AGRICULTURAL IMPLEMENT WORKERS OF AMERICA AND THE INTERNATIONAL  
UNION OF ELECTRONIC, ELECTRICAL, SALARIED, MACHINE AND  
FURNITURE WORKERS-COMMUNICATIONS WORKERS OF AMERICA

PLEASE TAKE NOTICE that on January 30, 2006, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a Motion Under 11 U.S.C. §§ 105(a) And 363(b) Authorizing The Debtors To Pay Certain Financial Advisor Fees And Expenses Incurred By The United Automobile, Aerospace And Agricultural Implement Workers Of America And The International Union Of Electronic, Electrical, Salaried, Machine And Furniture Workers-Communications Workers Of America (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on February 9, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's

case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Mark A. Broude), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time)** on **February 6, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York  
January 30, 2006

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
333 West Wacker Drive, Suite 2100  
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(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x	:	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----x		

ORDER UNDER 11 U.S.C §§ 105(a) AND 363(b) AUTHORIZING  
DEBTORS TO PAY CERTAIN FINANCIAL ADVISOR FEES AND  
EXPENSES INCURRED BY THE UNITED AUTOMOBILE, AEROSPACE AND  
AGRICULTURAL IMPLEMENT WORKERS OF AMERICA AND THE INTERNATIONAL  
UNION OF ELECTRONIC, ELECTRICAL, SALARIED, MACHINE AND  
FURNITURE WORKERS-COMMUNICATIONS WORKERS OF AMERICA

("UAW AND IUE-CWA FINANCIAL ADVISOR PAYMENT ORDER ")

Upon the motion, dated January 30, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 105(a) and 363(b) authorizing the Debtors to pay certain financial advisor fees and expenses incurred by the United Automobile, Aerospace And Agricultural Implement Workers Of America ("UAW") in connection with the UAW's retention of Lazard Frères & Co. LLC ("Lazard") and Milliman, Inc. ("Milliman"), and incurred by the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers-Communications Workers of America (the "IUE-CWA") in connection with the IUE-CWA's retention of Chanin Capital Partners L.L.C. ("Chanin") (the UAW and IUE-CWA being referred to herein collectively as the "Unions," and Lazard, Milliman, and Chanin being referred to herein collectively as the "Fiancial



Advisors"); and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Pursuant to 11 U.S.C. §§ 105(a) and 363(b), the Debtors are authorized to pay to each of Lazard and Chanin \$175,000 per month for financial advisory services rendered to the Unions in connection with the Debtors' chapter 11 cases, plus an additional amount for expenses incurred in connection therewith, and up to \$100,000 per month to Milliman for actuarial services rendered to the UAW, plus an additional amount for expenses incurred in connection therewith (the foregoing payments to all of the Financial Advisors being referred to herein collectively as the "Advisor Fees"), provided, however, that prior to the payment of any Advisor Fees, each of the Financial Advisors shall be required to submit to the Debtors and the official committee of unsecured creditors (the "Creditors' Committee") a statement specifying the services performed and the disbursement and expenses incurred and shall provide such supporting documentation for each statement as the Debtors or Creditors' Committee shall reasonably require.
3. In the event that either the Debtors or the Creditors' Committee have an objection to any of the compensation or reimbursement sought in a particular statement, the Debtors shall withhold payment of that portion of the fee statement to which the objection is directed until such time as the objection is resolved or so ordered by the Court.

4. The Unions have agreed, and it is hereby ordered, that any Advisor Fees paid by the Debtors shall be applied against and considered part of any distribution in respect of any resolution of any claims the Union may have (without diminishing any claims employees may have) against the Debtors in these chapter 11 cases, whether by settlement agreement or judgment of this Court.

5. The Debtors shall not be party to any engagement agreement between the Unions and their Financial Advisors and shall not assume or be subject to any obligations or liabilities arising as a result of such engagement except with respect to the payment of fees and expenses as set forth in this Order.

6. Subject to the monthly caps and terms provided herein, each Financial Advisor may seek, in its first request for compensation and reimbursement of expenses pursuant to this Order, compensation for work performed and reimbursement for expenses incurred during the period beginning on the date of the Financial Advisor's retention (which, in the case of Lazard, is November 1, 2005; in the case of Chanin, is November 21, 2005; and, in the case of Milliman, is November 22, 2005) and ending on the date of their first request.

7. The Debtors shall maintain a unilateral right to terminate the commitment to pay the Advisor Fees at any time upon 30 days' notice to the Unions.

8. To the extent that the Debtors' payment of the Advisor Fees in any way implicates the limitations of Section 302(a) of the Labor Management Relations Act (LMRA), 29 U.S.C. § 186, such Advisor Fees fall within the exception provided under Section 302(c)(2), 29 U.S.C. § 186(c)(2).

9. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

10. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
February \_\_, 2006

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UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT F**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

<hr/>	x	
In re	:	Chapter 11 Case Nos.
	:	
BETHLEHEM STEEL CORPORATION,	:	01-15288 (BRL) through
et al.	:	01-15302, and
	:	01-15308 through
	:	01-15315 (BRL)
Debtors.	:	(Jointly Administered)
	:	
<hr/>	x	

**ORDER PURSUANT TO SECTIONS 105(a) AND 363(b)  
OF THE BANKRUPTCY CODE AUTHORIZING  
THE DEBTORS TO REIMBURSE CERTAIN  
PROFESSIONAL FEES AND EXPENSES OF  
THE UNITED STEEL WORKERS OF AMERICA**

Upon the motion dated November 29, 2001 (the "Motion")\* of Bethlehem Steel Corporation and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), pursuant to sections 105(a) and 363(b) of title 11 of the United States Code (the "Bankruptcy Code"), for authorization to reimburse certain professional fees and expenses of the United Steelworkers of America ("USWA"), as collective bargaining agent and representative of approximately 80% of the Debtors' current employees as well as certain retirees, all as more fully described in the Motion, and the Court having jurisdiction to determine the Motion in accordance with 28 U.S.C. § 1334, and due notice of the Motion having been provided to the United States Trustee for the Southern District of New York, the respective attorneys for the Debtors' pre-chapter 11 lenders and post-chapter 11 lenders, the attorneys for the

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\* Capitalized terms used but not defined herein have the respective meanings ascribed to them in the Motion.

statutory committee of unsecured creditors (the "Creditors' Committee"), the USWA, and any party who has filed a notice of appearance and request for service of papers in these chapter 11 cases, and it appearing that no other or further notice need be made, and after a hearing held on December 19, 2001 and consideration of the Objection of the United States Trustee, dated December 17, 2001, the Response of the Creditors' Committee, dated December 18, 2001, and the appearances of interested parties having been noted in the record and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED, ADJUDGED AND DECREED:

1. It is in the best interests of the Debtors and all parties in interest that the Motion be, and, it hereby is granted and Debtors be, and, they hereby are authorized pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code to reimburse USWA for its reasonable professional costs and expenses in accordance with the terms of the USWA Letter attached to the Motion as Exhibit "A1," and the letter of Keilin & Company llc ("Keilin") attached to the Motion as Exhibit "A2" (the "Keilin Letter") in an aggregate amount not to exceed \$1.4 million exclusive of any Success Fee, provided, however, that the USWA Letter is deemed amended:

(a) on Attachment A, to delete as reimbursable the professional fees and costs of "International Union In-House Professionals (Legal Department, Research and Benefits Department, Assistants to International Officers, etc.)" for "Labor, Bankruptcy and ERISA Matters; Financial Analysis and Bargaining Matters";

(b) to delete from the USWA Letter all references to the professionals and matters set forth in subparagraph (a) hereof;

(c) to change all references in the USWA Letter as to the aggregate reimbursable amount of \$1.5 million for professional fees and expenses to \$1.4 million; and

(d) to require that all statements for reimbursement of professional fees and expenses made by USWA together with the statements of the particular professionals performing services on behalf of the USWA shall be submitted to the attorneys for the agent for pre-chapter 11 lenders in addition to the entities set forth in the USWA Letter.

2. The Debtors be, and, they hereby are authorized pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code to pay to Keilin, the investment banker employed by the USWA, a Success Fee of up to \$5 million in accordance with the terms and conditions of the Keilin Letter, Exhibit "A2," but only upon the service and filing of an application for the payment of such Success Fee, and the occurrence of:

(a) confirmation of a plan of reorganization for the Debtors or consummation of a sale of all or substantially all of the Debtors' assets which is, in any case, supported by the USWA; and

(b) review and determination of the application by the Court pursuant to Section 330 of the Bankruptcy Code, after the confirmation or sale.

3. The indemnification provisions of the Keilin Letter, Exhibit "A2", are subject to the following:

(a) All requests of Keilin for indemnity, contribution or otherwise pursuant to the indemnification provisions of the Keilin Letter, Exhibit "A2", shall be by means of an application therefor (interim or final, as the case may be) ("Application")

and shall be subject to review by the Court to assure that such payment conforms to the terms of the Keilin Letter, Exhibit "A2", and is reasonable based upon the circumstances of the litigation or settlement as to which indemnity is requested; provided, however, that in no event shall Keilin be indemnified or receive contribution if it is determined that Keilin acted in bad faith, engaged in self-dealing or breached its fiduciary duty, if any, or committed gross negligence or willful misconduct; and

(b) In no event shall Keilin be indemnified or receive contribution or other payment under the indemnification provisions of the Keilin Letter, Exhibit "A2", if the Debtors, their estates, or the Creditors' Committee, asserts a claim for, and the Court determines by final order that such claim arose out of, Keilin's own bad faith, self-dealing, breach of fiduciary duty, if any, gross negligence or willful misconduct; and

(c) If Keilin seeks reimbursement for attorneys' fees from the Debtors pursuant to the Keilin Letter, Exhibit "A2", the invoices and supporting time records for such attorneys shall be included in Keilin's Application for indemnification and such invoices and time records shall be subject to the United States Trustee's Guidelines for Compensation and Reimbursement and Expenses and the approval of the Bankruptcy Court under the standards of sections 330 and 331 of the Bankruptcy Code without regard to whether such attorneys have been retained under section 327 of the Bankruptcy Code; and

(d) To the extent this order is inconsistent with the Keilin Letter, Exhibit "A2", the terms of this order shall govern.



4. The Court shall retain exclusive jurisdiction to construe and enforce the terms of the Keilin Letter, Exhibit "A2", any Application made by Keilin and this order.

5. If any Application for indemnification or reimbursement of attorneys' fees is made by Keilin, the Debtors shall serve a notice of such Application and any hearing to consider such Application upon all of their creditors for the purposes of providing such creditors an opportunity to timely object to the Application.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York as to the filing of a memorandum of law is waived.

Dated: New York, New York  
January 7, 2002

/s/ Burton R. Lifland  
UNITED STATES BANKRUPTCY JUDGE

COPY

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION

FILED

2001 DEC -4 PM 3:37

U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO

In re: : Case Nos. 01-51117 through 01-51120  
: Jointly Administered as  
REPUBLIC TECHNOLOGIES : Case No. 01-51117  
INTERNATIONAL, LLC, et al. :  
: Chapter 11  
Debtors. : Judge Marilyn Shea-Stonum

**ORDER AUTHORIZING PAYMENT OF CERTAIN PROFESSIONAL  
FEES AND EXPENSES OF THE UNITED STEELWORKERS OF AMERICA  
PURSUANT TO SECTIONS 105 AND 363 OF THE BANKRUPTCY CODE**

Upon the motion dated November 1, 2001 (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") requesting an order pursuant to sections 105 and 363 of the Bankruptcy code authorizing them to pay certain reasonable professional fees and expenses (collectively, the "USWA Professional Fees") of the United Steelworkers of America, AFL-CIO/CLC (the "USWA"); and the Court having reviewed the Motion and there being no objections to the Motion; the Court finding that the Court has jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § § 157(b)(2)(M) and 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); notice of the Motion having been sufficient under the circumstances; and the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor:

**THE COURT FINDS AND CONCLUDES THAT:**

- A. The terms of the Agreement are warranted under the circumstances;
- B. The Agreement is in the best interests of the Debtors' estate and parties in interest; and

645

C. Notice of this Motion was sufficient.

IT IS HEREBY ORDERED THAT:

1. The Motion be, and hereby is, GRANTED;
2. The Agreement is hereby approved; and
3. The Debtors are authorized, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code to reimburse the USWA for reasonable USWA Professional Fees subject to the caps and other terms of the Agreement, without further order.

4. To the extent the Debtors dispute the reasonableness of reimbursement requests made by the USWA, the Court reserves jurisdiction to resolve such disputes and all disputes arising out of the Agreement shall be brought to the Court.

Dated: ~~DEC 04 2007~~ 001

  
UNITED STATES BANKRUPTCY JUDGE

PREPARED BY:

Shawn M. Riley (0037235)  
Sean D. Malloy (0073157)  
Susanne E. Dickerson (0069121)  
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- and -

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CO-COUNSEL FOR THE DEBTORS  
AND THE DEBTORS IN POSSESSION

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO

FILED  
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NORTHERN DISTRICT  
YOUNGSTOWN

In re:	)	Chapter 11
PITTSBURGH-CANFIELD CORPORATION,	)	Case No. 00-43394 to 00-43402
<u>et al.</u> ,	)	Jointly Administered
	)	
Debtors.	)	William T. Bodoh
	)	United States Bankruptcy Judge

**ORDER APROVING AND AUTHORIZING MODIFIED LABOR  
AGREEMENT, SUPPLEMENTAL AGREEMENT WITH  
WHX CORPORATION, AND RELATED AGREEMENTS, LIENS  
AND CLAIMS PURSUANT TO 11 U.S.C. §§ 362, 363 AND 364**

This matter having come before the Court on the Debtors' motion, pursuant to Sections 363 and 364 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"), for an Order Approving a Modified Labor Agreement, a Supplemental Agreement with ~~WHX Corporation, and certain Related Agreements, Liens and Claims (the "Motion"); and the~~ Court having reviewed the Motion and the Exhibits thereto (including the amended version of Exhibit C that was filed on October 22, 2001), and having conducted a hearing to consider the same (the "Hearing"); and due and adequate notice of the Motion having been given under the circumstances; and the Court having reviewed and considered the limited objections and other statements filed with respect to the Motion; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein, and that good cause has been shown for the relief requested; and capitalized terms used but not defined herein having the meanings ascribed to them in the Motion,

<sup>1</sup> In addition to Pittsburgh-Canfield Corporation, the other debtors are Wheeling-Pittsburgh Corporation, Wheeling-Pittsburgh Steel Corporation, Consumers Mining Company, Wheeling-Empire Company, Mingo Oxygen Company, WP Steel Venture Corp., W-P Coal Company and Monessen Southwestern Railway Company.

**IT IS HEREBY FOUND THAT:**

A. On November 16, 2000, the Debtors each filed their respective voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors have continued in the management and operation of their businesses and properties as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases. The United States Trustee has appointed an Official Committee of Unsecured Note Holders and an Official Committee of Unsecured Trade Creditors.

B. This Court has jurisdiction over these cases and this Motion pursuant to 28 U.S.C. §§ 157 and 1334(b), and venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409(a). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

C. Notice of the Motion has been provided by e-mail service in accordance with the Bankruptcy Code, the Bankruptcy Rules and this Court's prior orders.

D. WPSC has incurred ongoing operating losses that must be remedied if WPSC is to stabilize its operations and if the Debtors are to accomplish their ultimate reorganization.

E. WPSC cannot obtain unsecured credit, and the terms of the loans and other credit support to be provided by WHX Corporation ("WHX"), as set forth in the Supplemental Agreement, are reasonable and appropriate.

F. The entry into the proposed Modified Labor Agreement, the Side Letter Agreement, the Memorandum of Understanding, the Supplemental Agreement and the Fee Reimbursement Agreement, substantially in the forms submitted as Exhibits to the Motion, including the amended version of the Memorandum of Understanding that was filed with the Court on October 22, 2001 (hereafter, the "MOU"), is a reasonable exercise of the Debtors' business judgment

pursuant to Sections 363 and 364 of the Bankruptcy Code and is in the best interests of the Debtors' respective estates and creditors.

Based on the foregoing, and on the facts and matters set forth in the moving papers and the record made at the hearing on this matter,

**IT IS HEREBY ORDERED:**

1. The Motion is granted.
2. The Modified Labor Agreement, the Side Letter Agreement, the MOU, the Supplemental Agreement, the 3D Secured DIP Loan agreement attached to the Supplemental Agreement and the Fee Reimbursement Agreement are hereby approved, and the Debtors are authorized to enter into such agreements substantially in the forms presented to the Court.
3. The Debtors are hereby authorized and empowered to do and perform all acts and to make, execute, and deliver all instruments and documents which may be requisite or necessary to  

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implement the Modified Labor Agreement, the Side Letter Agreement, the MOU, the Supplemental Agreement, the 3D Secured DIP Loan agreement attached to the Supplemental Agreement, the other extensions of credit described in the MOU and the Supplemental Agreement, and the Fee Reimbursement Agreement and for the creation and perfection of the liens and security interests described in such agreements and in this Order.
4. Nothing herein shall constitute or be construed as an assumption of the 1996 Agreement (as defined in the Motion).
5. The interim wage reductions set forth in the Modified Labor Agreement and described in the Motion, and the interim salary reductions that are conditions to the effectiveness of the Union Contribution (as defined in the Modified Labor Agreement) and that are described in the Motion, shall give rise to administrative expense claims against the WPSC estate in amounts

equal to the amounts of such reductions, but such claims shall be allowed only in the event that WPSC does not successfully reorganize. Any such administrative expense claims will be extinguished upon consummation of a plan of reorganization.

6. As security for the loans and other credit support provided by WHX under the Supplemental Agreement (the "WHX Loans"), WHX shall have and is hereby granted, effective upon the date of entry of this Order, valid and perfected security interests in, and liens upon, all present and after-acquired property of WPSC of any nature whatsoever, and all proceeds and products of any or all of the foregoing, pursuant to Bankruptcy Code section 364(c)(3) (collectively, the "WHX Liens"); *provided, however, that:*

(a) All of the WHX Liens shall be subject to and junior to (i) the liens and security interests created in connection with the Debtor in Possession Credit Agreement, dated as November 17, 2000 (the "DIP Loan Agreement"), to which the Debtors are party, (ii) valid and perfected liens and security interests existing on the Petition Date, (iii) the Carve-Out, including the Retained Payments and the Mandatory Fees (as defined in the DIP Loan Agreement), and (iv) the liens and security interests granted in favor of WPC and Pittsburgh-Canfield Corporation ("PCC") by Order of this Court dated May 24, 2001 to secure certain loans made to WPSC by WPC and PCC (the "Junior DIP Loans"); and

(b) The WHX Liens shall not extend to (i) the building and land housing, and all equipment employed in connection with, the new paint line being installed by WPSC at its facility located in Beech Bottom, West Virginia, or (ii) to the caster segments located in Mingo Junction, Ohio, or (iii) to avoidance actions arising under the Bankruptcy Code.

7. This Order shall be sufficient and conclusive evidence of the validity of the WHX Loans and the validity, perfection, and priority of the WHX Liens, without the necessity of filing or recording any financing statement or other instrument or document or notification which may otherwise be required under the law of any jurisdiction or the taking of any other action to validate or perfect such liens and security interests; *provided* that WPSC may execute and file or record financing statements or other instruments (including mortgages) or provide notice to evidence and to perfect the liens authorized hereby; and *provided further* that no such filing or recordation or notification shall be necessary or required in order to create or perfect any such lien or security interest. WPSC is hereby authorized and directed to repay such loans and credit support in accordance with the terms thereof, as set forth in the supplemental agreement and the Exhibits and attachments thereto. WHX shall be subrogated to the claims of the Lenders under the DIP Loan Agreement as and to the extent that such claims are paid out of distributions received by WHX on the WHX Loans and turned over to the Lenders pursuant to the Intercreditor Agreement attached to the Supplemental Agreement. Any claims of the DIP Lenders to which WHX is subrogated shall be subordinated to the Junior DIP Loans and all distributions in connection with such subrogated claims shall be allocated in accordance with the Order of this Court dated May 24, 2001 and the Settlement and Release Agreement approved by such Order.

8. The WHX Loans shall be an allowed administrative expense claim (the "WHX Superpriority Claim") with priority under Bankruptcy Code section 364(c)(1) over all other administrative expense claims and unsecured claims against WPSC, now existing or hereafter arising, *provided, however*, that the WHX Superpriority Claim shall be subject and subordinate to, and junior to, (i) the superpriority claims created in connection with the DIP Loan Agreement,



(ii) the Carve-Out, including the Retained Payments and the Mandatory Fees, as defined in the DIP Loan Agreement, (iii) the administrative superpriority claims of WPC and PCC granted by Order of this Court dated May 24, 2001.


9. The automatic stay is hereby lifted pursuant to Section 362(d)(1) of the Bankruptcy Code to permit WHX to sell any or all of its stock in WPC and to allow WHX to take those actions with respect to the WHX Pension Plan that are described in the Supplemental Agreement; *provided, however*, that nothing in this Order shall be deemed to affect in any manner the rights of the Pension Benefit Guaranty Corporation to take action with respect to the WHX Pension Plan under Title IV of the Employee Retirement Income Security Act, 29 U.S.C. §§ 1301-1461.

10. WPSC hereby is authorized to reimburse the USWA for professional fees in accordance with the terms set forth in the Fee Reimbursement Agreement, in amounts that may not exceed a total of \$500,000.

11. This Order shall take effect immediately, and shall not be subject to any stay except to the extent that an Order granting such a stay is entered by this Court or by a court having appellate jurisdiction over this matter.

12. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Youngstown, Ohio  
October 22, 2001

  
Hon. William T. Bodoh  
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

FILED

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RECEIVED  
U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION

**In re:** :  
: **Chapter 11**  
: **LTV STEEL COMPANY, INC.,** :  
: **Jointly Administered**  
: **a New Jersey corporation, et al.,** : **Case No. 00-43866**  
: **Debtors.** : **Judge William T. Bodoh**

**ORDER AUTHORIZING DEBTORS AND DEBTORS  
IN POSSESSION TO PAY CERTAIN PROFESSIONAL FEES  
AND EXPENSES OF THE UNITED STEELWORKERS OF AMERICA**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession for an Order Authorizing Them to Pay Certain Professional Fees and Expenses of the United Steelworkers of America (the "Motion"), filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); an objection to the relief sought in the Motion (the "Objection") having been filed by the Office of the United States Trustee; the Court having reviewed the Motion and the Objection and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and (c) notice of the Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED, and the Objection is OVERRULED.

2. Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

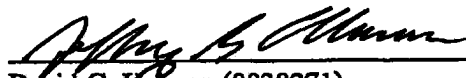
3. Without further order of this Court, the Debtors are authorized to reimburse the USWA for any reasonable USWA Professional Fees, subject to the Cap, during the Reimbursement Period, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code.

Dated: March 21, 2001



UNITED STATES BANKRUPTCY JUDGE

PREPARED BY:



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ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION

# **EXHIBIT G**

In re Delphi Corporation, et al.  
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Special Parties - Email

Company	Contact	Address 1	Address 2	City	State	Zip	Email
Grant & Eisenhofer, P.A.	James J. Sabella, Esq.	45 Rockefeller Center	650 Fifth Avenue	New York	NY	10111	<a href="mailto:jsabella@gelaw.com">jsabella@gelaw.com</a>
Grant & Eisenhofer, P.A.	Benjamin J. Hinerfeld, Esq.	1201 N. Market Street Suite 2100	Chase Manhattan Center	Wilmington	DE	19801	<a href="mailto:bhinerfeld@gelaw.com">bhinerfeld@gelaw.com</a>
Grant & Eisenhofer, P.A.	Stuart M. Grant, Esq.	45 Rockefeller Center	650 Fifth Avenue	New York	NY	10111	<a href="mailto:sgrant@gelaw.com">sgrant@gelaw.com</a>
Schiffrin & Barroway, L.L.P.	Jodi Murland, Esq.	280 King of Prussia Road		Radnor	PA	19087	<a href="mailto:jmurland@sbclasslaw.com">jmurland@sbclasslaw.com</a>

# **EXHIBIT H**

In re Delphi Corporation, et al.  
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 Special Parties - Overnight Mail

Company	Contact	Address 1	Address 2	City	State	Zip	Party/Function
Electrical and Space Technicians	Kevin Dodd	13144 Prairie Ave		Hawthorne	CA	90250	
IAM & AW	Robert V Thayer	9000 Machinists Place		Upper Marlboro	MD	20772	
IBEW	Edwin D Hill	900 Seventh Street NW		Washington	DC	20001	
Intl Union of Operating Engineers	Vincent J Giblin	1125 17th St NW		Washington	DC	20036	
IUE-CWA	James D Clark	501 Third St NW	Sixth Fl	Washington	DC	20001	
IUE-CWA	Peter Mitchell	501 Third St NW	Sixth Fl	Washington	DC	20001	
United Auto Workers	Daniel Sherrick	8000 E Jefferson Ave		Detroit	MI	48214	
United Steelworkers Of America	Robert D Clark	Five Gateway Center		Pittsburgh	PA	15222	
United Steelworkers Of America	General Counsel	Five Gateway Center		Pittsburgh	PA	15222	
COHEN, WEISS AND SIMON LLP	Bruce Simon Babette Ceccott	330 West 42nd Street		New York	NY	10036	Attorneys for the United Automobile, Aerospace And Agricultural Implement Workers Of America
KENNEDY, JENNICK & MURRAY, P.C.	Thomas Kennedy	113 University Place	7th Floor	New York	NY	10003	Attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers- Communications Workers of America